

EXHIBIT 3
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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,)
Plaintiff,)
vs.) Case No.
UBER TECHNOLOGIES, INC.;) 17-cv-00939-WHA
OTTOMOTTO, LLC; OTTO TRUCKING LLC,)
Defendants.)
_____)

HIGHLY CONFIDENTIAL - OUTSIDE COUNSEL'S EYES ONLY

VIDEOTAPED DEPOSITION OF JENNIFER HAROON

San Francisco, California

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Volume I

Reported by:

MARY J. GOFF

CSR No. 13427

Job No. 2664313

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1 Q Okay. And then the end part? 05:10:49

2 A Three times. 05:10:53

3 Q Okay. What was the first time? 05:10:54

4 A When I first joined the team, the team was 05:10:58

5 in the midst of discussions with Google Corp dev 05:11:04

6 team on the evaluation of the self-driving car 05:11:11

7 project. So I -- I wasn't there for the beginning 05:11:17

8 and didn't -- didn't really come to a conclusion, 05:11:19

9 because it didn't seem like there was a clear -- to 05:11:22

10 me -- to my knowledge, there was not a clear need; 05:11:28

11 and therefore, that didn't -- that effort didn't 05:11:33

12 come to a conclusion. 05:11:35

13 Q Do you know what the purpose of that 05:11:36

14 evaluation attempt was? 05:11:38

15 MS. BAILY: Object to form. 05:11:41

16 A I know that X, which the self-driving car 05:11:43

17 project was a part of, was interested in 05:11:48

18 understanding the value that X had created. 05:11:50

19 Q Okay. Who else was involved in that 05:11:56

20 evaluation effort? 05:11:58

21 A That one, again, I was not there from the 05:12:01

22 start. Chris Urmson; Ming Su, as our financial 05:12:04

23 analyst; Dmitri Dolgov; Dave Ferguson; Anne Widera. 05:12:18

24 Those are the people I remember. 05:12:36

25 Q Okay. Do you recall anybody from Google X 05:12:42

1 involved in that process? 05:12:45

2 A I do not, no. 05:12:49

3 Q And you said that that process didn't 05:12:53

4 conclude in a -- an evaluation; is that correct? 05:12:54

5 A That's correct. 05:12:58

6 Q Okay. Do you remember what time frame 05:12:58

7 that took place in? 05:13:00

8 A It was in 2014. 05:13:06

9 Q Okay. What was the second evaluation 05:13:08

10 process you were involved? 05:13:12

11 A The second was the evaluation to determine 05:13:14

12 the payout for the 28 team members that had a 05:13:21

13 special compensation plan. 05:13:28

14 Q Okay. And when did that process start? 05:13:30

15 A It started sometime in 2015, but I don't 05:13:38

16 remember the exact date. 05:13:41

17 Q And who else was involved? 05:13:45

18 A Chris Urmson, Dmitri Dolgov, Dave 05:13:51

19 Ferguson, Anne Widera, Cynthia Kwon from my team for 05:13:55

20 a specific -- for a short time. John Krafcik, once 05:14:02

21 he had joined from the -- so that's from the 05:14:07

22 self-driving car side. 05:14:11

23 Q And then from the Google side? 05:14:13

24 A David Drummond, Anil. I believe his last 05:14:17

25 name is Patel, but I'm not 100 percent sure. There 05:14:28

1	were some analysts from the Corp. dev team. I can't	05:14:32
2	remember their names right now. One other	05:14:37
3	principal, but I can't remember his name either.	05:14:45
4	Q Do you remember the role?	05:14:48
5	A I believe he was at the principal level.	05:14:50
6	Q What was Anil Patel's role in that	05:14:56
7	evaluation process?	05:15:00
8	A I would say he led the day-to-day.	05:15:05
9	Q He led the day-to-day on the Google X	05:15:11
10	side -- or on the Google side --	05:15:13
11	A Yes --	05:15:14
12	Q -- or overall?	05:15:14
13	A For the Google side, yes.	05:15:16
14	Q Okay. And do you know what Anil Patel's	05:15:19
15	job title is.	05:15:20
16	A I believe it's director, but I'm not	05:15:22
17	100 percent sure.	05:15:24
18	Q And who led the day-to-day on the	05:15:29
19	self-driving side?	05:15:32
20	A I would say Chris.	05:15:37
21	Q Anybody else?	05:15:43
22	A As the leader?	05:15:45
23	Q Um-hum.	05:15:48
24	A No. I -- I would say Chris --	05:15:48
25	Q Okay.	05:15:51

1	A	-- was the lead.	05:15:51
2	Q	Who was -- who was sort of in the overall	05:15:57
3		lead on the -- well, let me rephrase that.	05:15:59
4		On the self-driving side, was there	05:16:10
5		somebody above Chris who was not involved in the	05:16:13
6		day-to-day necessarily but has some of the final	05:16:19
7		authority?	05:16:25
8	MS. BAILY:	Object to form.	05:16:25
9	A	Not until John Krafcik joined the team.	05:16:27
10	Q	Okay. And then at that point it was	05:16:31
11		Mr. Krafcik?	05:16:34
12	A	I honestly don't know between them.	05:16:36
13	Q	Okay. How did the -- in -- in that 2015	05:16:38
14		process, how did the self-driving team value Project	05:16:50
15		Chauffeur?	05:16:56
16	MS. BAILY:	Object to form.	05:16:57
17	A	We used our P&L to conduct some analyses,	05:17:01
18		such as DCF, Discounted Cash Flow Analyses.	05:17:10
19		We also hired an outside financial advisor	05:17:17
20		to help us think about how to value Chauffeur. With	05:17:23
21		our outside financial advisor, we used a Monte Carlo	05:17:29
22		simulation. We looked at comps, companies that we	05:17:34
23		thought were comparable and the value of those.	05:17:39
24		Those were the primary methods that we used for	05:17:45
25		evaluation.	05:17:49

1 Q And do you recall what version or versions 05:17:50
2 of the P&L you used to calculate discounted cash 05:17:52
3 flow? 05:17:56
4 A I don't. I mean -- yeah. 05:17:59
5 Q Is it fair to say it would have been 05:18:06
6 whatever the operative P&L was at the time? 05:18:07
7 A That's -- 05:18:10
8 MS. BAILY: Object to form. 05:18:10
9 A -- fair to say. Sorry. That's likely. 05:18:11
10 Q Okay. Is there a possibility that there 05:18:14
11 would have been any other version of the P&L used to 05:18:20
12 calculate discounted cash flow? 05:18:22
13 MS. BAILY: Object to form. 05:18:26
14 A Well, as I mentioned, I was often updating 05:18:26
15 the P&L. And the evaluation process also took time, 05:18:31
16 so it's just hard for me to know, you know, if the 05:18:36
17 P&L -- it's possible the P&L changed during the time 05:18:40
18 that we were doing the evaluation process. And so, 05:18:44
19 you know, we could have started with one version of 05:18:51
20 the P&L and ended up using another. 05:18:53
21 Q Do you recall any significant changes to 05:18:56
22 the P&L during that time period? 05:18:59
23 MS. BAILY: Object to form. 05:19:00
24 A I don't -- I mean, what would you 05:19:04
25 describe -- what would you call significant? 05:19:13

1 Q Anything that you would consider 05:19:16
2 significant for purposes of this question. 05:19:18
3 MS. BAILY: Object to form. 05:19:22
4 A [REDACTED] 05:19:25
5 [REDACTED] 05:19:36
6 [REDACTED] 05:19:43
7 [REDACTED] 05:19:49
8 [REDACTED] 05:19:57
9 Q Okay. [REDACTED] 05:19:59
10 [REDACTED] ? 05:20:01
11 A Yes. 05:20:04
12 Q Okay. And do you recall any other changes 05:20:04
13 to the P&L during this time period? 05:20:08
14 A I do recall that we found a mistake -- a 05:20:13
15 small mistake, so we fixed that. But it -- 05:20:16
16 Q Okay. 05:20:18
17 A -- was -- it was -- didn't have a big 05:20:18
18 impact. 05:20:21
19 Q Anything else? 05:20:21
20 A Like I said, we -- there were other -- 05:20:26
21 there were other changes during that time that I do 05:20:27
22 believe we made, but I don't remember the substance 05:20:30
23 of all of them. 05:20:32
24 Q Okay. Do you remember the substance of 05:20:33
25 any of them? 05:20:35

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1 A No. 05:20:35

2 Q Okay. And then you said you worked with 05:20:36

3 an outside firm. Was that Allen & Company? 05:20:43

4 A That's correct. 05:20:48

5 Q Who in the self-driving team was the -- 05:20:48

6 within the self-driving team, was there a principal 05:20:50

7 point of contact with Allen & Company? 05:20:53

8 A I would say Chris. 05:21:01

9 Q Anybody else? 05:21:04

10 A Myself. 05:21:05

11 Q And then who were your contacts -- 05:21:11

12 contacts at Allen & Company? 05:21:13

13 A So the primary -- the lead was a gentleman 05:21:21

14 named Ian. And I can't remember his last name. And 05:21:23

15 I don't remember the name of his team members. 05:21:28

16 Q Do you remember anybody else from Allen & 05:21:30

17 Company? 05:21:31

18 A No. There were at least two other people. 05:21:32

19 Q Okay. And can you describe what -- what 05:21:37

20 Allen & Company did as part of this process? 05:21:47

21 A So you know, I -- I definitely wanted to 05:21:51

22 have an outside opinion on the way that we were 05:21:59

23 conducting the evaluation from our side. I also 05:22:03

24 thought that it was a good opportunity to get 05:22:06

25 another pair of eyes on the P&L and stress tests, 05:22:12

1 parts of the P&L or inputs, assumptions. 05:22:14

2 Allen & Company also helped us think about 05:22:20

3 the comparable companies, what types of comparable 05:22:27

4 companies we could use as one way to value. 05:22:31

5 Ian also helped us think about responses 05:22:37

6 to the Google Corp dev team and their financial -- 05:22:46

7 their outside financial advisor, as they had 05:22:52

8 questions. And -- and overall negotiation strategy. 05:22:54

9 Q Okay. Do you recall what other companies 05:23:03

10 were used as comps? 05:23:07

11 A I don't recall all the companies that were 05:23:09

12 used as comps. But for certain parts of the 05:23:15

13 business, [REDACTED] 05:23:21

14 [REDACTED] Those are the ones I remember. 05:23:28

15 Q Do you recall any others? 05:23:39

16 A Not off the top of my head. 05:23:43

17 Q How was [REDACTED]? 05:23:44

18 MS. BAILY: Object to form. 05:23:45

19 A [REDACTED] 05:23:46

20 [REDACTED] 05:23:52

21 [REDACTED] 05:23:58

22 [REDACTED] 05:24:00

23 [REDACTED] 05:24:04

24 Q And by [REDACTED] 05:24:07

25 [REDACTED] is that correct? 05:24:15

1 A That's correct. 05:24:18

2 Q Okay. [REDACTED] 05:24:19

3 [REDACTED] -- 05:24:21

4 MS. BAILY: Object to form. 05:24:23

5 Q -- [REDACTED] 05:24:24

6 A [REDACTED] 05:24:25

7 [REDACTED] 05:24:29

8 [REDACTED] 05:24:40

9 [REDACTED] 05:24:44

10 [REDACTED] 05:24:48

11 Q You also discovered a Monte Carlo 05:24:52

12 analysis, correct? 05:24:55

13 A That's correct. 05:24:56

14 Q Okay. Can you describe that analysis and 05:24:56

15 how it fed into the evaluation work the self-driving 05:25:04

16 company -- the self-driving car team was doing? 05:25:08

17 A So as I mentioned previously, for some of 05:25:12

18 our inputs there -- you know, we felt like there was 05:25:15

19 a range. Given the research we had done, we 05:25:20

20 believed that there could be a range for that input. 05:25:24

21 And in the P&L, you, of course, have to end up 05:25:26

22 picking an actual value to use. But I would keep 05:25:32

23 track of those ranges. 05:25:35

24 So for example, we would do a sensitivity 05:25:37

25 analysis with those ranges. But a Monte Carlo 05:25:39

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[REDACTED]

05:25:43

05:25:50

05:25:57

05:26:00

05:26:04

05:26:08

05:26:11

05:26:14

Q And so as a result of all this work, [REDACTED]

05:26:21

[REDACTED]

05:26:23

05:26:26

05:26:31

MS. BAILY: Object to form.

05:26:33

A I don't -- so we proposed the -- the final

05:26:35

negotiations, I was not in the room for, so I don't

05:26:42

know sort of the -- the final number or range that

05:26:48

Chris and John used.

05:26:56

Q Do you recall the initial number that the

05:26:58

self-driving team put out?

05:27:00

MS. BAILY: Object to form.

05:27:02

A I don't remember [REDACTED]

05:27:03

[REDACTED]

05:27:08

05:27:12

THE COURT REPORTER: Did you say [REDACTED]

05:27:22

[REDACTED]

05:27:25

1 A [REDACTED] 05:27:27

2 Q (BY MR. TAKASHIMA) What methodology did 05:27:29

3 the Google side use to value Project Chauffeur? 05:27:31

4 MS. BAILY: Object to form. 05:27:37

5 A In the meetings that I had with them, [REDACTED] 05:27:40

6 [REDACTED] 05:27:42

7 [REDACTED] 05:27:48

8 [REDACTED] 05:27:54

9 [REDACTED] 05:28:01

10 [REDACTED] 05:28:03

11 [REDACTED] 05:28:12

12 [REDACTED] 05:28:18

13 [REDACTED] 05:28:24

14 [REDACTED] 05:28:26

15 But in the end, I don't know with that combination 05:28:34

16 what they used. And I don't know what their final 05:28:39

17 discussion -- discussion point was in the final 05:28:43

18 negotiations. 05:28:47

19 Q Do you recall any of the comparable 05:28:47

20 companies the Google team identified? 05:28:49

21 A I don't remember [REDACTED] 05:28:55

22 [REDACTED] 05:28:58

23 [REDACTED] 05:29:01

24 Q Do you recall any others? 05:29:02

25 A Unfortunately not. 05:29:04

1 I, MARY J. GOFF, CSR No. 13427, Certified
2 Shorthand Reporter of the State of California,
3 certify;

4 That the foregoing proceedings were taken
5 before me at the time and place herein set forth, at
6 which time the witness declared under penalty of
7 perjury; that the testimony of the witness and all
8 objections made at the time of the examination were
9 recorded stenographically by me and were thereafter
10 transcribed under my direction and supervision; that
11 the foregoing is a full, true, and correct
12 transcript of my shorthand notes so taken and of the
13 testimony so given;

14 That before completion of the deposition,
15 review of the transcript () was (XX) was not
16 requested: () that the witness has failed or
17 refused to approve the transcript.

18 I further certify that I am not financially
19 interested in the action, and I am not a relative or
20 employee of any attorney of the parties, nor of any
21 of the parties.

22 I declare under penalty of perjury under the
23 laws of California that the foregoing is true and
24 correct, dated this 27th day of July, 2017.

25 

MARY J. GOFF, CSR No. 13427